

B1 (Official Form 1)(12/07)

**United States Bankruptcy Court**  
**District of Nevada**
**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle):  
**Xyience, Incorporated**

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years  
(include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 8 years  
(include married, maiden, and trade names):

Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)  
**20-1058349**

Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)

Street Address of Debtor (No. and Street, City, and State):  
**4572 West Hacienda**  
**Las Vegas, NV**

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP Code

**89118**

ZIP Code

County of Residence or of the Principal Place of Business:  
**Clark**

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

Mailing Address of Joint Debtor (if different from street address):

ZIP Code

ZIP Code

Location of Principal Assets of Business Debtor  
(if different from street address above):

**Type of Debtor**  
(Form of Organization)  
(Choose one box)

**Nature of Business**  
(Choose one box)

**Chapter of Bankruptcy Code Under Which  
the Petition is Filed (Choose one box)**

- ☐ Individual (includes Joint Debtors)  
*See Exhibit D on page 2 of this form.*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities,  
check this box and state type of entity below.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined  
in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13

- ☐ Chapter 15 Petition for Recognition  
of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition  
of a Foreign Nonmain Proceeding

- Tax-Exempt Entity**  
(Choose box, if applicable)
- ☐ Debtor is a tax-exempt organization  
under Title 26 of the United States  
Code (the Internal Revenue Code).

**Nature of Debts**  
(Choose one box)

- ☐ Debts are primarily consumer debts,  
defined in 11 U.S.C. § 101(8) as  
"incurred by an individual primarily for  
a personal, family, or household purpose."
- ☒ Debts are primarily  
business debts.

**Filing Fee (Choose one box)**

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must  
attach signed application for the court's consideration certifying that the debtor  
is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must  
attach signed application for the court's consideration. See Official Form 3B.

**Check one box:**
**Chapter 11 Debtors**

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

**Check if:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed  
to insiders or affiliates) are less than \$2,190,000.

**Check all applicable boxes:**

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more  
classes of creditors, in accordance with 11 U.S.C. § 1126(b).

**Statistical/Administrative Information**

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid,  
there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

**Estimated Number of Creditors**

<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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**Estimated Assets**

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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**Estimated Liabilities**

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Xyience, Incorporated</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>District of Nevada</b>	Case Number: <b>08-10049-MKN</b>	Date Filed: <b>1/03/08</b>	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">         _____          (Name of landlord that obtained judgment)       </div>  <div style="margin-left: 40px;">         _____          (Address of landlord)       </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**Xyience, Incorporated****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Laurel E. Davis  
Signature of Attorney for Debtor(s)

Laurel E. Davis 3005  
Printed Name of Attorney for Debtor(s)

Fennemore Craig, P.C.  
Firm Name

300 South Fourth Street, Suite 1400  
Las Vegas, NV 89101

\_\_\_\_\_  
Address

Email: ldavis@fclaw.com

702-692-8000 Fax: 702-692-8099  
Telephone Number

January 18, 2008  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Omer Sattar  
Signature of Authorized Individual

Omer Sattar  
Printed Name of Authorized Individual

President & Chief Operating Officer  
Title of Authorized Individual

January 18, 2008  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

### SECRETARY'S CERTIFICATE

January 17, 2008

I, Michael Levy, the duly appointed and acting Secretary of Xyience Incorporated, a Nevada corporation (the "**Corporation**"), hereby certify that the following resolutions were adopted at a duly held meeting of the Corporation's Board of Directors (the "**Board**") on January 14, 2008:

#### RESTRUCTURING

WHEREAS, the Board has determined that it is in the best interest of the Corporation, its creditors, stockholders and other interested parties to evaluate the restructuring options for the Corporation, including but not limited to filing a petition for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court.

WHEREAS, the Board has determined that it is in the best interest of the Corporation, its creditors, stockholders and other interested parties to engage such professionals as are necessary or appropriate to assist the Corporation in the restructuring of the Corporation, and to approve and ratify the Corporation's engagement of FENNEMORE CRAIG, P.C. as bankruptcy counsel for that purpose.

NOW, THEREFORE, BE IT RESOLVED THAT, that the officers of the Corporation are hereby authorized and directed to evaluate the restructuring options of the Corporation, and to assist in preparing the Corporation for a possible bankruptcy filing.

RESOLVED FURTHER, that Omer Sattar is hereby authorized to serve as the Corporation's designated representative in the event that a petition for relief are filed under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Corporation.

RESOLVED FURTHER, that the Corporation is hereby authorized to engage FENNEMORE CRAIG, P.C. as bankruptcy counsel to assist the Corporation in evaluating the restructuring options of the Corporation, to assist in preparing the Corporation for bankruptcy filings, and to serve as the Corporation's bankruptcy counsel to obtain relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Corporation.

RESOLVED FURTHER, that Omer Sattar is hereby is authorized to prepare and file the necessary Petitions, Schedules, Statements of Affairs and all other papers and documents reasonably deemed necessary by him in connection with any filings for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court, and by his single signature execute all necessary documents and bind the Corporation in connection therewith; and

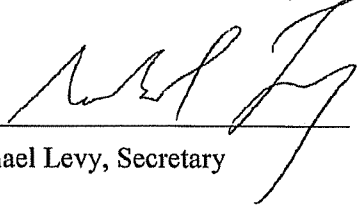
RESOLVED FURTHER, that Omer Sattar is further authorized to bind the Corporation in the maintenance of the bankruptcy proceedings, including the preparation of a plan of reorganization, as well as contested matters, adversary proceedings, appeals and all

related proceedings and papers that are necessary or appropriate in connection with the bankruptcy petitions filed on behalf of the Corporation and the bankruptcy case thereof.

RESOLVED FURTHER, that Omer Sattar and any other officer be, and they hereby are, authorized and empowered, in the name of, and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments that such officer reasonably deems necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that all of the acts and transactions of the officers or directors of the Corporation, taken on behalf of the Corporation and relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the first date written above.

  
\_\_\_\_\_  
Michael Levy, Secretary



B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re **Xyience, Incorporated**

Debtor(s)

Case No.

Chapter

**11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
AJ ROBBINS, P.C. Columbine Place 216 16th Street Suite 600 Denver, CO 80202	AJ ROBBINS, P.C. Columbine Place 216 16th Street Denver, CO 80202			175,215.00
ALICAN WEST, INC. Attn.: Bob Cucci One Wood Hollow Road Parsippany, NJ 07054-2821	ALICAN WEST, INC. Attn.: Bob Cucci One Wood Hollow Road Parsippany, NJ 07054-2821			576,894.11
ALLEN FLAVORS, INC. 23 Progress Street Edison, NJ 08820	ALLEN FLAVORS, INC. 23 Progress Street Edison, NJ 08820			514,224.00
COTT CORPORATION P.O. Box 57126 Postal Station A Toronto, ON M5W 5M5 CAN	COTT CORPORATION P.O. Box 57126 Postal Station A			222,804.92
DARLIS INVESTMENTS c/o Crown Capital Partners 4304-938 Nelson St. Vancouver, BC CANADA V6Z3A7	DARLIS INVESTMENTS c/o Crown Capital Partners 4304-938 Nelson St.	All Assets (Xyience has engaged a valuation consultant to provide a current valuation)		8,141,248.99 (5,285,722.79 secured) (12,467,000.00 senior lien)
ERIC CURTIS c/o MJE Investments Ham Balliher LLP 550 E. Charleston Blvd., Ste B Las Vegas, NV 89104	ERIC CURTIS c/o MJE Investments Ham Balliher LLP Las Vegas, NV 89104	Inventory (UCC filing, no security agreement)	Disputed	516,944.46
JEFF DASH 2924 Hardin Dr. Henderson, NV 89074	JEFF DASH 2924 Hardin Dr. Henderson, NV 89074			180,000.00
KEY MANAGEMENT c/o Crown Capital Partners 4304-938 Nelson St. Vancouver, BC V6Z 3A7	KEY MANAGEMENT c/o Crown Capital Partners 4304-938 Nelson St.	All Assets (Xyience has retained a valuation consultant to provide a current valuation)		5,191,666.66 (5,285,722.79 secured) (12,467,000.00 senior lien)

In re Xyience, Incorporated

Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
LA STARS, LLC. c/o Mr. Bruce Kolbrenner Kolbrenner, Pagano & Schroder, Inc. 12100 Wilshire Boulevard, Suite 550 Los Angeles, CA 90025	LA STARS, LLC. c/o Mr. Bruce Kolbrenner Kolbrenner, Pagano & Schroder, Inc. Los Angeles, CA 90025			112,500.00
MDK MOTOR SPORTS, LLC. c/o Ron Wessels 112 Mozart Avenue Los Gatos, CA 95035	MDK MOTOR SPORTS, LLC. c/o Ron Wessels 112 Mozart Avenue Los Gatos, CA 95035			150,000.00
MTV NETWORKS Ad Sales P.O. Box 13683 Newark, NJ 07188-0683	MTV NETWORKS Ad Sales P.O. Box 13683 Newark, NJ 07188-0683			3,900,000.00
PRIME POINT MEDIA 680 Engineering Drive Norcross, GA 30092	PRIME POINT MEDIA 680 Engineering Drive Norcross, GA 30092			220,000.00
PROFESSIONAL BULL RIDERS 6 S. Tejon Street, Suite 700 Colorado Springs, CO 80903	PROFESSIONAL BULL RIDERS 6 S. Tejon Street, Suite 700 Colorado Springs, CO 80903			525,000.00
PROSPERITY INVESTMENTS ALLIANCE & PACIFIC INVESTMENT NETWORK, LLC Attn: Brent Hucks 871 Coronado Center Drive, Suite 200 Henderson, NV 89052	PROSPERITY INVESTMENTS ALLIANCE & PACIFIC INVESTMENT NETWORK, LLC Attn: Brent Hucks Henderson, NV 89052	Inventory		1,392,877.61 (2,529,007.71 secured) (25,799,915.65 senior lien)
RUSSELL PIKE 801 Ville Franche St. Las Vegas, NV 89145	RUSSELL PIKE 801 Ville Franche St. Las Vegas, NV 89145		Disputed	1,800,011.08
SANTORO, DRIGGS, WALCH, KEARNEY, HOLLEY 400 S. Fourth Street 3rd Floor Las Vegas, NV 89101	SANTORO, DRIGGS, WALCH, KEARNEY, HOLLEY 400 S. Fourth Street 3rd Floor Las Vegas, NV 89101			373,665.63
TRAVEL CHANNEL P.O. Box 79960 Baltimore, MD 21279-0960	TRAVEL CHANNEL P.O. Box 79960 Baltimore, MD 21279-0960			355,000.00
WPT ENTERPRISES, INC. Attn.: Debbie Frazzetta 5700 Wilshire Blvd., Suite 350 Los Angeles, CA 90036	WPT ENTERPRISES, INC. Attn.: Debbie Frazzetta 5700 Wilshire Blvd., Suite 350 Los Angeles, CA 90036			200,000.00
ZUFFA MARKETING, LLC 2960 W. Sahara, Suite 100 Las Vegas, NV 89102	ZUFFA MARKETING, LLC 2960 W. Sahara, Suite 100 Las Vegas, NV 89102			3,000,000.00

In re Xyience, Incorporated

Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
ZYEN LLC Attn: Bill Bullard 2960 W. Sahara Ave., Suite 200 Las Vegas, NV 89102	ZYEN LLC Attn: Bill Bullard 2960 W. Sahara Ave., Suite 200 Las Vegas, NV 89102	All Assets (Xyience has engaged a valuation consultant to prepare a current valuation)		12,467,000.00  (5,285,722.79 secured)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President & Chief Operating Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date January 18, 2008Signature /s/ Omer Sattar**Omer Sattar****President & Chief Operating Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.



B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re **Xyience, Incorporated**

Debtor

Case No. \_\_\_\_\_

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	5,285,722.79		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		27,319,517.12	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		98,902.40	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	29		14,924,412.28	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		42			
Total Assets			5,285,722.79		
Total Liabilities				42,342,831.80	